

In Re Fitness Resource, Inc.

Case No. 11-16630-BFK
(if known)

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None

☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

	AMOUNT	SOURCE
2011	15,117,218	
2010	28,415,699	
2009	35,380,517	

2. Income other than from employment or operation of business

None

☐

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the two years immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

	AMOUNT	SOURCE
2010	760,066	Rent, interest, misc. income
2009	789,314	Rent, interest, misc. income

3. Payments to creditors

None

☒

Complete a. or b., as appropriate, and c.

a. Individual or joint debtor(s) with primarily consumer debts: List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within 90 days immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
------------------------------	-------------------	-------------	--------------------

None

☐

b. Debtor whose debts are not primarily consumer debts: List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

*Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after date of adjustment.

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
--	-------------------	-------------	--------------------

Freedom Bank #2004 10555 Main Street Suite 550 Fairfax, VA 22030	6/29; 7/26; 8/31	\$10,482.33 each	
---	------------------	------------------	--

Sonabank, N.A. #0019 10855 Fairfax Boulevard Fairfax, VA 22030	6/30, 7/31; 8/31.	\$9,924.04 each	
--	-------------------	-----------------	--

Sonabank, N.A. #0105 10855 Fairfax Boulevard Fairfax, VA 22030	6/30; 7/30; 8/30	\$6,776.18 each	
--	------------------	-----------------	--

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
Sonabank, N.A. #0115 10855 Fairfax Boulevard Fairfax, VA 22030	6/30; 7/30;8/30	\$5,265.96 each	
Sonabank, N.A. #0028 10855 Fairfax Boulevard Fairfax, VA 22030	See attached list.		
Miscellaneous payments	See attached list.		

None



c. *All debtors:* List all payments made within one year immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
--	----------------------	-------------	-----------------------

4. Suits and administrative proceedings, executions, garnishments and attachments

None



a. List all suits and administrative proceedings to which the debtor is or was a party within one year immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Doug Warner v. Fitness Resource, Inc. Case No. 09MS103669	Breach of contract/warranty	Fulton County Magistrate Court, GA	Settled, dismissed.

None



b. Describe all property that has been attached, garnished or seized under any legal or equitable process within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
--	--------------------	--------------------------------------

VENDOR	TOTAL PYMTS	VENDOR
MATR02	589,283.06	Johnson Health Tech NA Inc.
VISI01	349,686.79	Johnson Health Tech NA Inc.
OCTA01	316,489.78	Octane Fitness LLC
HOIS01	230,433.96	Hoist Fitness
FITN33	212,713.27	Fitness Equipment Store, LLC
LAND01	162,368.90	Landice Inc.
SPIR01	81,092.01	Spirit Manufacturing, Inc.
HAMP01	60,787.92	Hampton Fitness Products
AERO01	53,550.00	PaceMaster, LLC
ECOR01	50,637.86	Ecore International
AMEX01	49,256.98	American Express
TRAV01	43,427.40	TRAVELERS
SPRI10	37,733.97	Gaiam Americas
CULI01	30,000.00	Culin, Sharp & Autry
YPMI01	28,797.78	YPM, Inc.
INTE01	28,787.00	Intellbell Inc.
INTE07	27,686.98	Intek Strength
POWE03	23,988.17	Power Systems
SCIF01	23,549.00	SCIFIT Ltd Co.
EAST02	23,419.40	Riviera Finance
LEMO01	23,223.74	LeMond Fitness, Inc
JAMI01	20,667.87	Jamis Bicycles
COMC02	20,273.15	Comcast Spotlight-Atlanta
AMEX03	19,996.75	American Express
WILD01	18,100.00	Wilder Fitness
FIRS13	17,678.41	First Degree Fitness, N.A. LLC
CARD04	17,530.70	CardioVision
QUAR01	17,200.03	Quarles
WRCT01	17,127.50	WRC-TV NBC
JACO02	14,447.50	Jacobs Ladder LLC
EXXO03	13,827.49	Fleet Services
ADDI01	12,744.35	#N/A
WJLA01	12,112.50	WJLA-TV
FRNV01	10,140.25	M & E Services, Inc.
SHEL06	10,039.11	Shell Fleet Plus
SUPE02	9,010.75	Supermats Inc
RENT13	8,974.28	WINVEN REALTY LLC
WVEC01	8,874.00	WVEC
GAFF01	8,496.93	Gaffey & Associates
GUAR03	8,245.62	Guardian Life Insurance
HEAR01	8,068.50	Heart Rate Inc.
LEGE01	7,692.35	Legend Fitness
PROE01	7,160.00	Pro-Elite Strength System
HUMA02	6,966.14	Humane Manufacturing Co.
CONC01	6,735.00	Concept II, Inc.
A&JF01	6,651.70	#N/A
TKOS01	6,556.21	TKO Sports Group USA Limited
FITN56	6,098.93	Fitness Distributors Inc.
BISH03	6,049.10	Bishop/Taylor Group LLC
Grand Total	2,774,379.09	

Sonabank

Loan 0028

133,203.28	6/7/2011
13,445.72	6/8/2011
51,618.78	6/9/2011
34,805.53	6/10/2011
23,645.73	6/12/2011 interest only
38,688.46	6/13/2011
251,403.05	6/14/2011
30,588.13	6/15/2011
54,433.50	6/16/2011
36,333.81	6/17/2011
79,276.11	6/20/2011
295,704.88	6/21/2011
43,763.88	6/22/2011
74,862.13	6/23/2011
53,101.57	6/24/2011
42,871.39	6/27/2011
92,109.93	6/28/2011
136,635.89	6/29/2011
26,496.91	6/30/2011
27,258.51	7/1/2011
42,596.42	7/5/2011
158,190.00	7/6/2011
43,415.04	7/7/2011
37,940.00	7/8/2011
58,376.19	7/11/2011
138,502.75	7/12/2011
23,949.29	7/12/2011 interest only
72,117.34	7/13/2011
65,611.57	7/14/2011
298,866.67	7/15/2011
32,884.00	7/18/2011
123,390.10	7/19/2011
43,811.91	7/20/2011
77,149.86	7/21/2011
14,499.35	7/22/2011
70,264.73	7/25/2011
58,335.84	7/26/2011
16,158.81	7/27/2011
27,219.05	7/28/2011
35,753.95	7/29/2011
57,306.27	8/1/2011
405,442.97	8/2/2011
36,964.15	8/3/2011
27,454.46	8/4/2011
64,307.75	8/5/2011
72,703.21	8/8/2011
150,579.80	8/9/2011
38,535.97	8/10/2011
127,087.82	8/11/2011

319,116.91	8/12/2011
24,587.91	8/12/2011 interest only
35,449.27	8/15/2011
90,226.43	8/16/2011
30,500.93	8/17/2011
65,022.02	8/18/2011
55,222.53	8/19/2011
20,801.67	8/22/2011
106,254.35	8/23/2011
51,634.38	8/24/2011
32,026.98	8/25/2011
38,460.92	8/30/2011

5. Repossessions, foreclosures and returns

None



List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
--	---	-----------------------------------

6. Assignments and Receiverships

None



a. Describe any assignment of property for the benefit of creditors made within 120 days immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
------------------------------	--------------------	-----------------------------------

None



b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
-------------------------------	--	---------------	-----------------------------------

7. Gifts

None



List all gifts or charitable contributions made within one year immediately preceding the commencement of this case, except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
--	--------------------------------	--------------	-------------------------------

8. Losses

None ☒ List all losses from fire, theft, other casualty or gambling within one year immediately preceding the commencement of this case or since the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES, AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
---	---	-----------------

9. Payments related to debt counseling or bankruptcy

None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within one year immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Butzel Long Tighe Patton, PLLC 1747 Pennsylvania Avenue, N.W., Suite 300 Washington, D.C. 20006-4604	7/14; 8/30	\$10,000; \$40,000
Marcher Consultants, Inc. 8230 Leesburg Pike, Suite 610 Vienna, VA 22182	2/23; 9/1	\$5,000; \$5,000

10. Other transfers

None ☐ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within two years immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
David E. Nees 10713 Kelley Drive Fairfax, VA 22030 Relationship: President, Director, Stockholder	4/15/10	1998 TRT1200GT 39.5' catamaran; \$130,000.00

b. List all property transferred by the debtor within ten years immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

None



NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
-------------------------------	------------------------	---

11. Closed financial accounts

None



List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within one year immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
---------------------------------	--	------------------------------------

Fidelity Investments	Checking #4575 Closing Balance: 11,402.67	9/7/11
Sonabank, N.A.	Checking #1866 (Payroll) Closing Balance: 0	9/8/11
Sonabank, N.A.	Checking #2633 (Workout) Closing Balance: 0	9/8/11

12. Safe deposit boxes

None



List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
--	---	-------------------------	---------------------------------------

13. Setoffs

None ☒ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within 90 days preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
------------------------------	----------------------	------------------------

14. Property held for another person

None ☐ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
Prepaid service agreements	\$46,359	
Prepaid retail sales	\$382,158.24	
Bethesda Massage LLC 7033 Arlington Road Bethesda, MD 20814	Tenant security deposit - \$24,677.95	Sonabank Operating Account 1841
Prepaid commercial sales	\$529,883.65	

15. Prior address of debtor

None ☒ If the debtor has moved within the three years immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
---------	-----------	--------------------

16. Spouses and Former Spouses

None ☒ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within eight years immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Sites

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None



a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
--------------------------	--	-------------------	----------------------

None



b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
--------------------------	--	-------------------	----------------------

None



c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
--	---------------	-----------------------

18. Nature, location and name of business

None



a. If the debtor is an individual, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partnership, sole proprietorship, or was self-employed in a trade, profession, or other activity either full- or part-time within six years immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within the six years immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within the six years immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within the six years immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
------	--	---------	--------------------	-------------------------------

b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

None



NAME

ADDRESS

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within the six years immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or otherwise self-employed.

(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within the six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, record and financial statements

None



a. List all bookkeepers and accountants who within the two years immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS

DATES SERVICES RENDERED

Gaffey Deane Talley PLC
12355 Sunrise Valley Drive
Suite 305
Reston, VA 20190

12/07 - present

None



b. List all firms or individuals who within the two years immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME

ADDRESS

DATES SERVICES RENDERED

Gaffey Deane Talley PLC

12355 Sunrise Valley Drive
Suite 305
Reston, VA 20190

12/07 - present

None ☒ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
------	---------

None ☐ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued within the two years immediately preceding the commencement of this case by the debtor.

NAME AND ADDRESS	DATE ISSUED
------------------	----------------

See attached list

20. Inventories

None ☐ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
12/31/08	Shawn Renfrow/Kevin Long	\$6,642,118 (cost)
12/31/09	Shawn Renfrow/Kevin Long	\$5,740,467 (cost)
12/31/09	Shawn Renfrow/Kevin Long	\$5,740,467 (cost)
12/31/10	Shawn Renfrow/Robert Prosser	\$4,789,967 (cost)

None ☐ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
-------------------	---

12/31/08; 12/31/09	Kathie Rawson Fitness Resource, Inc 22714 Glenn Drive, Suite 130 Sterling, VA 20164
--------------------	--

19d. Financial Statements

Sonabank, 10855 Fairfax Blvd, Fairfax VA 22030

Bank 2009 & 2010 annual reports, monthly statements

Freedom Bank, 10555 Main St Ste 100, Fairfax VA 22030

Bank 2009 & 2010 annual reports, monthly statements

Johnson Health Tech, 1600 Landmark Dr, Cottage Grove WI 53527

Vendor 2009 & 2010 annual reports, monthly statements

Octane Fitness, 9200 Wyoming Ave N#380, Brooklyn Park MN 55455

Vendor 2009 & 2010 annual reports, monthly statements

Moody Insurance, 800 Connecticut Ave NW#400, Washington DC 20006

Insurance Broker
2009 & 2010 annual
reports

21. Current Partners, Officers, Directors and Shareholders

None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.



NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
------------------	--------------------	------------------------

None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
David B.C. Nees 10713 Kelley Drive Fairfax, VA 22030	Secretary	
David E. Nees 10713 Kelley Drive Fairfax, VA 22030	President, Director, Shareholder	64.015 % (joint with Carla Nees)
Carla Nees 10713 Kelley Drive Fairfax, VA 22030	Shareholder	64.015 % (joint with David E. Nees)
Steven Shawn Renfrow 8153 Silverberry Way Vienna, VA 22182	Vice President of Warehouse Operations, Director	22.9228%
Robert Colls 400 Hounds Chase Yorktown, VA 23693	Vice President of Commercial Sales, Director	
Julie Fisher 20656 Parkside Circle Potomac Falls, VA 20165	Vice President of Vendor Purchasing	
Howard Wiles Carol D. Wiles 2746 Clark's Landing Drive Oakton, VA 22124	Shareholders	7.7780%
Vincent D'Ercole 3150 Indian Lane Reno, NV 89506	Shareholder	5.2842%
Robert Prosser	Vice President of Retail Sales	

22. Former partners, officers, directors and shareholders

None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within one year immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
------	---------	--------------------

None ☐ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within one year immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
------------------	-------	---------------------

Kevin Long 701 Kentland Drive Great Falls, VA 22066	Vice President of; Director	
---	--------------------------------	--

23. Withdrawals from a partnership or distribution by a corporation

None ☐ If the debtor is a partnership or a corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during one year immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
David E. Nees 10713 Kelley Drive Fairfax, VA 22030 Relationship: President, Director	Salary	\$189,541.24
David B.C. Nees 10713 Kelley Drive Fairfax, VA 22030 Relationship: Secretary	Salary	\$54,888.80
Steven Shawn Renfrow 8153 Silverberry Way Vienna, VA 22182 Relationship: Vice President, Director	Salary	\$82,925.75
Robert Colls 400 Hounds Chase Yorktown, VA 23693 Relationship: Vice President, Director	Salary	\$144,191.97

24. Tax Consolidation Group

None



If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within the six-year period immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION

TAXPAYER IDENTIFICATION NUMBER (EIN)

25. Pension Funds

None



If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within the six-year period immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

* * * * *

[If completed on behalf of a partnership or corporation]

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date 9/27/11 Signature /s/ David E. Nees
DAVID E. NEES,
President

Print Name and Title

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

0 continuation sheets attached

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §152 and 3571

DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and required under 11U.S.C. §§ 110(b), 110(h), and 342(b); (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110 setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section.

Printed or Typed Name and Title, if any, of Bankruptcy Petition Preparer

Social Security No. (Required by 11 U.S.C. § 110(c).)

If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social security number of the officer, principal, responsible person, or partner who signs this document.

Address

X_____
Signature of Bankruptcy Petition Preparer

Date

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional signed sheets conforming to the appropriate Official Form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 18 U.S.C. §156.